

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

IN THE MATTER OF:	)	
	)	
Timberhill Capital, LLP; Timberhill	)	CONSENT ORDER
Management, LLC; and Joseph Ryan	)	Matter No. 2023768
Chamberlain,	)	
	)	
Respondents.	)	
_____	)	

I. PRELIMINARY STATEMENT

Pursuant to the authority granted to the Securities Commissioner of South Carolina (the “Securities Commissioner”) under the South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-101, *et seq.*, and the regulations and rules promulgated thereunder (collectively, the “Act”), and delegated to the Securities Division of the Office of the Attorney General of the State of South Carolina (the “Division”) by the Securities Commissioner, the Division conducted an investigation into the securities-related activities of Timberhill Capital, LLP (“Timberhill Capital”), Timberhill Management, LLC (“Timberhill Management”), and Joseph Ryan Chamberlain (“Chamberlain”) (collectively, the “Respondents”). In connection with its investigation, the Division has determined the Respondents violated the Act.

Without admitting or denying the Findings of Fact and Conclusions of Law set forth below, except as to the jurisdiction of the Securities Commissioner over the Respondents and the subject matter of this proceeding, which are admitted, the Respondents, having been advised of their right to counsel and through retained counsel, expressly consent to the entry of this Consent Order, which resolves the allegations against them set forth herein. The Respondents elect to waive

permanently any right to a hearing and appeal under S.C. Code Ann. § 35-1-609, with respect to this Consent Order.

II. JURISDICTION

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

III. RESPONDENTS

2. Timberhill Capital was a South Carolina limited liability partnership that was registered with the South Carolina Secretary of State on February 1, 2018. Chamberlain was Timberhill Capital's registered agent, with an address of 300 Timberhill Court, Columbia, South Carolina 29212. Timberhill Capital's registration with the South Carolina Secretary of State expired on February 1, 2019. Timberhill Capital again registered with the South Carolina Secretary of State on May 14, 2020, after its 2018 registration expired. The 2020 Timberhill Capital registration expired on May 14, 2021.

3. Timberhill Management was a South Carolina limited liability company that filed Articles of Organization with the South Carolina Secretary of State on February 1, 2018. In 2025, Timberhill Management filed with the South Carolina Secretary of State Notice of Change of Designated Office, Agent or Address of Registered Agent, reflecting Chamberlain as registered agent located at 154 Red Ash Lane, Lexington, South Carolina 29072. Timberhill Management was dissolved with the South Carolina Secretary of State on May 20, 2025.

4. Chamberlain is a resident of South Carolina with a last known address located in Lexington, South Carolina. Chamberlain previously resided in Columbia, South Carolina. Chamberlain, at all times relevant to this matter, managed and controlled Timberhill Capital and Timberhill Management. Chamberlain is related by marriage to Investor A's granddaughter.

5. The Respondents have not registered or notice filed with the Division or with the United States Securities and Exchange Commission (the “SEC”), in any capacity at any time.

IV. RELEVANT PERIOD

6. Except as otherwise expressly stated, the conduct described in this Consent Order occurred approximately between January 1, 2018, and the entry of this Consent Order (the “Relevant Period”).

V. FINDINGS OF FACT

7. In early 2018, Chamberlain approached Investor A, a citizen of South Carolina, with financial advice and suggested he manage her stock portfolio, which consisted at that time of precious metals holdings and about \$700,000.00 worth of shares in Lowe’s Companies, Inc., the home improvement chain.

8. Because of their familial connection, Investor A decided to let Chamberlain manage her stocks and, upon his advice, directed the financial adviser she previously worked with to liquidate her positions so she could transfer the proceeds to Chamberlain’s Timberhill Capital.

9. After taxes, Investor A netted approximately \$600,000.00 from the liquidation of her portfolio and transferred those funds to Chamberlain. Investor A believed Chamberlain would reinvest the funds in the same portfolio mix she held previously, and that the only difference would be that Chamberlain would be managing her assets rather than the financial adviser she previously worked with.

10. Investor A signed a Subscription Agreement with Timberhill Capital effective June 27, 2018. The Subscription Agreement stated Investor A was purchasing 83,102.4931 shares in Timberhill Capital at \$7.22 per share, which totaled \$600,000.00.

11. At that time, Investor A did not understand her funds were used as an investment in Timberhill Capital, but rather, Investor A believed she was signing an agreement for Chamberlain's services as a financial adviser.

12. Chamberlain characterized Timberhill as a hedge fund. According to the Subscription Agreement, Chamberlain was to be compensated through "a monthly **management fee of 14% of the monthly profits**" (emphasis in original). The Subscription Agreement continued: "You will notice this is much less than the normal 2% of all assets under management and a 20% bonus for being profitable most Hedge Funds use. If no monthly profits are made, no fee is taken."

13. The Subscription Agreement also stated that, "[t]he Investment Manager[, Chamberlain,] is not currently registered with the SEC as an investments advisor but is classified as an 'exempt reporting advisor' under the U.S. Investments Advisors Act of 1940, as amended (the 'Advisers Act'), and, as such, files certain information with the SEC on form ADV."

14. Although the Subscription Agreement's statement that Chamberlain, the Investment Manager, was never registered as an investment adviser is true, the representation that Chamberlain is classified as an exempt reporting adviser is false, as Chamberlain does not appear in the SEC's Investment Adviser Public Disclosure database.

15. The Subscription Agreement is the only memorialization of Investor A's professional relationship with the Respondents.

16. The Subscription Agreement further stated that Timberhill Capital was relying on various representations, stated later and purportedly expressed by Investor A through her signature, so that it may "ensure that it is complying with all of the applicable Securities Rules, that it is being

made in reliance on the exemptions provided for in Section 4(2) of the Act and Rule 506 of Regulation D.” However, Regulation D filings were never made by the Respondents.

17. Despite having signed the Subscription Agreement, which the Respondents maintain contains exculpation and indemnification provisions, Investor A states she did not understand many of the representations made in the Subscription Agreement. For example, the Subscription Agreement stated “[Investor A] is an ‘accredited investor’... **or is otherwise a sophisticated, knowledgeable investor (either alone or with the aid of a purchaser representative) with adequate net worth and income for this investment**” (emphasis in original). Investor A does not qualify as an accredited investor.

18. During the lifetime of her investment with the Respondents, Investor A states that she only received only two account statements. One statement was dated December 2019 and the other was dated August 2021. Both statements represented Investor A’s “account” had gained value since opening, but the numbers representing withdrawals, dividends, year to date earnings, and total returns do not add up to sensical totals. Additionally, the statements represented shares held by Investor A as 77,485.0108 (December 2019) and 69,388.0781 (August 2021), when Investor A initially purchased 83,102.4931 shares and did not later sell any shares (which she did not even realize she owned).

19. Chamberlain invested Investor A’s funds in various stocks. The Respondents held accounts with a major brokerage firm and banked through a fintech company that is supported by an FDIC-insured bank.

20. Records indicate Chamberlain, through Timberhill Capital, bought, sold, shorted, and bought on margin various stocks multiple times per day, often without a discernable pattern.

21. Records indicate Chamberlain frequently moved money in large and small amounts, sometimes several times per day, between the various business accounts associated with Timberhill Capital and Timberhill Management, and between the Respondents' accounts and Chamberlain's family's personal and business accounts, including entities that are now or will soon be shut down. Records indicate Chamberlain used Timberhill Capital and Timberhill Management's associated accounts interchangeably, such that the companies are not functionally distinguishable.

22. Records also indicate Chamberlain spent co-mingled funds on personal expenses.

23. Documentation shows that between July 2018 and June 2022, Investor A received payments totaling \$80,010.00 from accounts associated with the Respondents. However, those payments appear to be the return of a portion of Investor A's principal, rather than income generated by her investments' growth.

24. Timberhill Capital's tax returns reflect that at least seven individuals, in addition to Investor A, invested with the Respondents during the Relevant Period. Most of these investors, like Investor A, received payments at various times during the Relevant Period that appear to be returns of portions of each Investor's principal (a "return of principal payment" or "ROPP"), rather than payments reflecting earnings, dividends, or other investment growth. Investor B invested \$17,220.00 in 2018 and did not receive any payments. Investor C invested \$20,000.00 in 2018 and received a ROPP of \$10,863.00 in 2021. Investor D invested \$10,000.00 in 2018 and received a ROPP of \$5,432.00 in 2022. Investor E invested \$7,200.00 in 2018 and received a ROPP of \$4,090.00 in 2020. Investor F invested \$400.00 in 2018 and received a ROPP of \$229.00 in 2020. Investor G invested \$1,988.00 in 2018 and received a ROPP of \$1,163.00 in 2020. Investor H

invested \$500.00 in 2018 and received a ROPP of \$262.00 in 2020. Chamberlain himself contributed \$62,138.00 as an investment with Timberhill Capital in 2018.

25. Investor A states that, on multiple occasions beginning in 2021, she requested that Chamberlain return her funds to her. According to Investor A, Chamberlain made several excuses and stated that the funds could not be returned or that the funds might become available under certain market conditions, but as of the effective date of this Consent Order, the funds have not been returned to Investor A. As late as December 2025, Chamberlain still was selling positions and transferring funds between various accounts associated with the Respondents.

26. As of the entry of this Consent Order, and as represented by Chamberlain, Investor A is the sole remaining shareholder in Timberhill Capital. Chamberlain, through counsel, has stated that any funds remaining in the Respondents' accounts should be regarded as belonging to Investor A.

27. As of May 21, 2026, Chamberlain had liquidated Investor A's positions and transferred the remaining funds, totaling \$284,259.23, to his attorney's client trust account. Also on that date, the Respondents were in the process of closing the Respondents' business accounts.

28. Investor A's portfolio, worth \$600,000.00 at its transfer to the Respondents, has lost \$235,760.77.

VI. CONCLUSIONS OF LAW

29. Paragraphs 1 through 28 are incorporated by reference as though fully set forth herein.

30. The shares of Timberhill Capital offered and sold by Chamberlain were securities offerings as defined in S.C. Code Ann. §§ 35-1-102(29) and 35-1-102(19).

31. Pursuant to S.C. Code Ann. § 35-1-301, it is unlawful for a person to offer or sell a security in South Carolina unless the security is a federal covered security, exempt from registration, or registered with the Division.

32. The Division concludes that the Respondents offered and sold a security to at least one South Carolina resident, which the Respondents neither registered with the Division, nor claimed to be exempt from such registration, in violation of S.C. Code Ann. § 35-1-301.

33. Pursuant to S.C. Code Ann. § 35-1-501, it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to (1) employ a device, scheme, or artifice to defraud, (2) make an untrue statement of material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, or (3) to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

34. The Division concludes that the Respondents, as alleged in paragraphs 1–28, *supra*, in connection with the offer, sale, or purchase of a security, directly or indirectly employed a device, scheme, or artifice to defraud; made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon the investors, in violation of the Act.

35. The Respondents' violations of the Act set forth above provide the basis for this Consent Order.

36. This Consent Order is appropriate and in the public interest, pursuant to the Act.

VII. ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Each Respondent and every successor, affiliate, control person, agent, servant, and employee of the Respondents, and every entity owned, operated, or indirectly or directly controlled by or on behalf of each of the Respondents shall **CEASE AND DESIST** from transacting business in this State in violation of the Act;
- b. Each Respondent expressly consents and agrees not to offer or sell securities to, from, or within the State of South Carolina until such securities are properly registered with the Division;
- c. The Respondents shall contribute ten thousand dollars (\$10,000) to the South Carolina Investor Education and Protection Fund, which may be paid in installments, within twelve (12) months of execution of this Consent Order; and
- d. The Respondents have agreed to pay two hundred eighty-four thousand, two hundred fifty-nine dollars and twenty-three cents (\$284,259.23) in restitution directly to Investor A from the Respondents' law firm Maynard Nexsen, which will provide proof of payment to the Division within thirty (30) days of execution of this Consent Order.

Upon execution by the Securities Commissioner, this Consent Order resolves Matter Number 2023768 as to the Respondents.

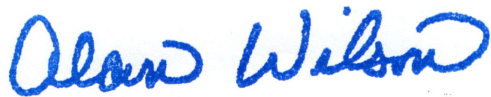
As part of this Consent Order, the Respondents agree that they: (i) will not take any action or make or permit to be made any public statement denying, directly or indirectly, any allegation in this Consent Order; or creating the impression that this Consent Order is without factual basis; and (ii) will not make or permit to be made any public statement to the effect that the Respondents

do not admit the allegations of this Consent Order, or that this Consent Order contains no admission of the allegations, without also stating that the Respondents do not deny the allegations. If the Respondents breach the agreement set forth in this paragraph, the Securities Commissioner may vacate this Consent Order. Nothing in this paragraph affects the Respondents': (i) testimonial obligations or (ii) right to take differing legal or factual positions in litigation or other legal proceedings.

This Consent Order should not be interpreted to waive any (i) non-precluded, timely private cause of action that may have accrued to investors as a result of the activities detailed herein, or (ii) other causes of action that may result from activities of a Respondent not detailed in this Consent Order.

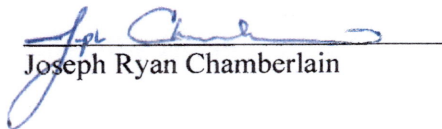
ENTERED, this the 30 day of September, 2026.

[signature page to follow]



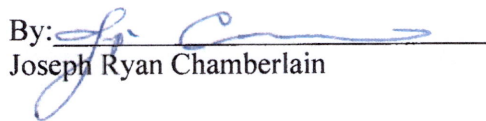
ALAN WILSON
Securities Commissioner
State of South Carolina

Respondent Joseph Ryan Chamberlain consents to the terms of the above Consent Order:


Joseph Ryan Chamberlain

Date: 9-23-26

Respondent Timberhill Capital, LLP consents to the terms of the above Consent Order:

By: 
Joseph Ryan Chamberlain

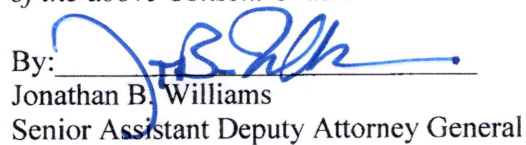
Date: 9-23-26

Respondent Timberhill Management, LLC consents to the terms of the above Consent Order:

By: 
Joseph Ryan Chamberlain

Date: 9-23-26

The Securities Division of the Office of the South Carolina Attorney General consents to the terms of the above Consent Order:

By: 
Jonathan B. Williams
Senior Assistant Deputy Attorney General

Date: 9/28/2026